

**MODIFICATION # 1
TO
CONTRACT NUMBER VA-00920-ACSG
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
ACS GOVERNMENT SOLUTIONS GROUP, INC.**

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This MODIFICATION #1 is an Agreement between the Commonwealth of Virginia, hereinafter referred to as "State" or "Commonwealth", ACS Government Solutions Group, Inc., hereinafter referred to as "Contractor", or "ACS". This Modification #1 is hereby incorporated into and made an integral part of the Agreement, VA-00920-ACSG

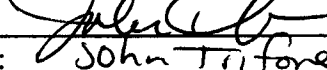
Both above referenced parties agree to remove Total Cost of Ownership (TCO) Services from Contract VA-000920-ACSG. This Modification effectively removes all Contractor provided TCO Services and the corresponding respective pricing associated with those Services from the subject Contract. Further the Commonwealth recognizes that the Prime Contractor, ACS, and the subcontractor, Harris Technical Services, relationship is hereby severed for the sole reasoning that Harris Technical Services is represented on Contractor's original proposal as solely for the purposes of providing TCO Services. Contractor hereby represents and warrants that Harris Technical Services is no longer a subcontractor of subject Contract.

The foregoing is the complete and final expression of the parties' agreement to modify Contract VA-000920-ACSG and cannot be modified, except by a writing signed by duly authorized representatives of both parties.

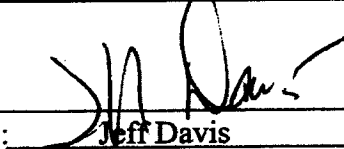
ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.

**PERSONS SIGNING THIS CONTRACT ARE AUTHORIZED
REPRESENTATIVES OF EACH PARTY TO THIS CONTRACT
AND ACKNOWLEDGE THAT EACH PARTY AGREES TO BE BOUND BY
THE TERMS AND CONDITIONS OF THE CONTRACT.**

**ACS GOVERNMENT SOLUTIONS
GROUP INC.**

BY: 
NAME: John Trifone
TITLE: Director of Contracts
DATE: 12/20/00

COMMONWEALTH OF VIRGINIA

BY: 
NAME: Jeff Davis
TITLE: Contracts Manager
DATE: 12-15-00